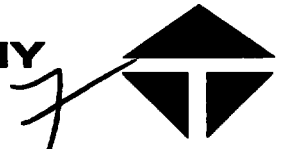


0100567083

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



March 17, 1995

18275-C-F
MAR 21 3 06 PM '95
RECORDATION
LICENSING BRANCH

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 11)

Dear Ladies and Gentlement:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of First Supplement to Equipment Trust Agreement, a primary document, dated as of March 17, 1995, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated March 17, 1995, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 17, 1995, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 17, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed First Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of June 24, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18275 on June 25, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18275-A and 18275-B, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Four (4) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the First Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our check in the amount of \$168.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the First Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the First Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) First Supplement to Equipment Trust Agreement, a primary document, dated as of March 17, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Six (6) railroad cars, and (ii) Assignment, a primary document, dated March 17, 1995, between the Company (as Assignor), and the Bank, as Trustee, and covering Six (6) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 17, 1995, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the First Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated March 17, 1995, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 24, 1993 referred to above.

Very truly yours,



Alice D. Buchanan
Paralegal

Enclosures

RECORDATION NO. 18275-F FILED 1425

BILL OF SALE

(Series 11-1)

MAR 21 1995 - 3 10 PM

INTERSTATE COMMERCE COMMISSION

NATIONSBANK OF TEXAS, N.A.,
AS TRUSTEE
TO

TRINITY INDUSTRIES LEASING COMPANY

NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), as Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of June 24, 1993 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated March 17, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the Four (4) railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreement: Four (4) railcars covered by the existing Lease Agreement dated June 4, 1984, between Trinity Industries Leasing Company and Novacor Chemicals, Inc. (Partial Rider 4) as described on Exhibit B to the Agreement together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, NationsBank of Texas, N.A. as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 17th day of March, 1995.

NATIONSBANK OF TEXAS, N.A.

By: David Moore
Vice President

Attest:

[Signature]
Assistant Vice President +
Assistant Secretary

STATE OF TEXAS

§
§
§

COUNTY OF DALLAS

On this 7th day of March, 1995, before me personally appeared David Moore, to me personally known, who being by me duly sworn, says that he is the Vice President of NationsBank of Texas, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice D. Buchanan
Signature of Notary Public

My Commission Expires:

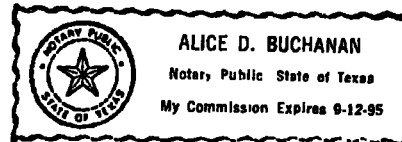


EXHIBIT A

1. Railroad Car Lease Agreement, dated June 4, 1984, between Trinity Industries Leasing Company and Novacor Chemicals, Inc. covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,851 cu.ft. Lo Covered Hopper Cars	TILX 059080,059082-059084

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
4 Hopper Cars	.Lo	5,851 cu.ft.	TILX 059080,059082-059084	12/92